



25
YEARS
OF HERITAGE

Ref: SECT: STOC: 45 – 20

19th June, 2020

To
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

To
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051

Scrip Code: 519552

Scrip Code: HERITGFOOD

Sub: Intimation of Results of Postal Ballot

Ref: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Further to our letter dated May 18, 2020 and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated May 14, 2020, we are submitting herewith the voting results of the Postal Ballot conducted by the Company for seeking approval of Members of the Company to approve the following items along with the Scrutinizer's Report issued by Mrs. Savita Jyoti, Partner of M/s. Savita Jyoti Associates, Practicing Company Secretaries (M No: FCS -3738) (CP No: 1796), the Scrutinizer:

Item No 1: To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company

Item No 2: To approve for giving loan or guarantee or providing security in connection with loan availed by any of Company's Subsidiary, Associate, Joint Venture Company and other person specified under section 185 of the Companies Act, 2013.

The Company had conducted the Postal Ballot process and remote e-voting ('E-voting') pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India (the 'MHA') and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 (the 'MCA Circulars') and pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act read with and the Rules made there under, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard on General Meetings {'SS-2'} issued by Institute of Company Secretaries of India and the provisions of the MCA Circulars and any amendments thereto.

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company had sent Postal Ballot Notice by e-mail to all its members who have registered their e-mail addresses with the Company, Registrars and Share Transfer Agents or Depository Participants and the communication of assent/dissent of the members will only take place through the E-voting system.

HERITAGE FOODS LIMITED

CIN : L15209TG1992PLC014332

AN ISO: 22000 CERTIFIED COMPANY

Regd. Off: # 6-3-541/C, Panjagutta, Hyderabad - 500 082. Telangana, INDIA. Tel.: +91-40-23391221, 23391222, Fax: 23326789, 23318090

Email: hfl@heritagefoods.in, Website : www.heritagefoods.in





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The Company had engaged the services of its Registrars and Share Transfer Agents viz. M/s. Kfin Technologies Private Limited, Hyderabad ("KFIN") to provide platform for recording votes of shareholders electronically through Remote e-voting. KFIN has set up the Remote e-voting facility on the e-voting website: <http://evoting.karvy.com>. The Company and KFIN had uploaded the Notice together with the explanatory statement on their respective websites www.heritagefoods.in and <https://evoting.karvy.com>, and the same had been uploaded on the website of the stock exchanges where the shares of the Company are listed. KFIN had generated Electronic Voting Event Number: 5283 ('EVEN') for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider barring the ones as mentioned above.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope was not sent to the Members for this Postal Ballot and Members were required to communicate their assent or dissent through the remote e-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility extended by the Company.

In addition to the above, the Company also published full text of the Notice apart from the publication required to be made as per Rule 20 and 22 of the Companies (Administration and Management) Rules 2014, as amended from time to time, in "Financial Express (all India editions)", English Newspaper, and in "Andhra Prabha (Hyderabad edition)", Telegu Newspaper, on May 19, 2020.

The Notice was sent through e-mail to 20,634 members whose email id was registered with Registrars and Share Transfer Agents or Depository Participants. The total number of Members as on the Cut-off date i.e. Friday, May 15, 2020, was 23,671. The E-voting period for Postal Ballot commenced on Tuesday, May 19, 2020 at 09:00 a.m. India Standard Time ('IST') and concluded on Wednesday, June 17, 2020 at 05:00 p.m. (IST) both days inclusive.

The Board of Directors of the Company had appointed Mrs. Savita Jyoti, Partner of M/s. Savita Jyoti Associates, Practicing Company Secretaries (M No: FCS -3738) (CP No: 1796), as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer has carried out the Scrutiny of the Electronic votes received upto the last date of receipt i.e. Wednesday, June 17, 2020 and submitted her report to the Chairman of the Company. Based on the Scrutinizer Report the Chairman of the Company declared the following results of the Postal Ballot on Friday, June 19, 2020 at the Registered Office of the Company.

We are pleased to inform that the Shareholders have approved both the aforesaid resolutions with requisite majority (99.99% in favour of Item No. 1 and 89.27% in favour of Item No. 2 of Postal Ballot Notice dated May 14, 2020). The approval is deemed to have been received on the last date of e-voting i.e. on Wednesday, June 17, 2020.

Further the disclosure pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the voting result of Postal ballot is enclosed.

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Company Name	HERITAGE FOODS LIMITED
Date of the Postal Ballot Result	June 17, 2020
Total number of shareholders on record date (on Friday May 15, 2020)	23671
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution 1: To approve for giving guarantee or providing security under Section 185 of Companies Act, 2013 to the Joint Venture Company

Resolution Required: Special Resolution

Manner of Voting-: E-voting

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18513842	18171742	98.15	18171742	0	100.00	0.00
	Poll	18513842	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	18513842	0	0.00	00	0	0.00	0.00
Public-Institutions	E-Voting	9217088	6982137	75.75	6982137	0	100.00	0.00
	Poll	9217088	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	9217088	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	18667070	6976566	37.37	6973938	2628	99.96	0.04
	Poll	18667070	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	18667070	0	0.00	00	0	0.00	0.00
	Total	46398000	32130445	69.25	32127817	2628	99.99	0.01

The number of votes in favour of the Special Resolution is 99.99%, thus the special resolution is therefore approved by the share holders with requisite majority



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Resolution 2: To approve for giving loan or guarantee or providing security in connection with loan availed by any of Company's Subsidiary, Associate, Joint Venture Company and other person specified under section 185 of the Companies Act, 2013.

Resolution Required: Special Resolution

Manner of Voting-: E-voting

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18513842	18171742	98.15	18171742	0	100.00	0.00
	Poll	18513842	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	18513842	0	0.00	00	0	0.00	0.00
Public-Institutions	E-Voting	9217088	6982137	75.75	3537167	3444970	50.66	49.34
	Poll	9217088	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	9217088	0	0.00	00	0	0.00	0.00
Public-Non Institutions	E-Voting	18667070	6976327	37.37	6973649	2678	99.96	0.04
	Poll	18667070	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	18667070	0	0.00	00	0	0.00	0.00
Total		46398000	32130206	69.25	28682558	3447648	89.27	10.73

The number of votes in favour of the Special Resolution is 89.27%. Thus the special resolution is therefore approved by the share holders with requisite majority.

Based on the Scrutinizer's Report, we would like to inform you that the Special Resolutions as set out in the Notice of Postal Ballot dated May 14, 2020 has been duly approved by the Members of the Company with requisite majority.

So, we are enclosing a copy of scrutinizers report for your reference. The same will also be made available on the Company's website at www.heritagefoods.in

Kindly take note of the same on record.

Thanking you,

Yours Faithfully,
For HERITAGE FOODS LIMITED

UMAKANTA BARIK
Company Secretary & Compliance Officer
M. No. FCS-6317

Encl: a/a



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